

19747-B

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1  
(UPRR 1995B-Y)**

Memorandum of Lease Supplement No. 1 made and entered into as of December 1, 1995 by and between Topeka Locomotive Lease Co., Ltd., a Cayman Islands corporation ("Lessor") and Union Pacific Railroad Company, a Utah corporation ("Lessee").

**WITNESSETH:**

1. The undersigned have entered into that certain Lease Agreement (UPRR 1995B-Y) (the "*Lease Agreement*"), dated as of December 1, 1995, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Interstate Commerce Commission concurrently herewith pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (UPRR 1995B-Y) whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

[CORPORATE SEAL]

TOPEKA LOCOMOTIVE LEASE CO., LTD.

By

  
Name: F. San Blaustein

Title: President

Executed on this 1st day of December,  
1995.

[CORPORATE SEAL]

UNION PACIFIC RAILROAD COMPANY

By

Name:

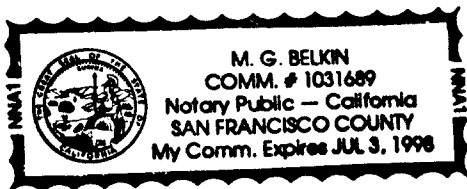
Title:

Executed on this \_\_\_\_ day of December,  
1995.

STATE OF California )  
 ) SS.:  
COUNTY OF San Francisco )

On this, the 1st day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blawstein, who being by me duly sworn, says that (s)he is the President of TOPEKA LOCOMOTIVE LEASE CO., LTD., that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on December 1, 1995 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



M. G. Belkin  
Name: M. G. Belkin  
Notary Public  
My Commission Expires: 7/3/98  
Residing in San Francisco, CA

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that he is the \_\_\_\_\_ of UNION PACIFIC RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on December \_\_, 1995 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

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**WITNESSETH:**

1. The undersigned have entered into that certain Lease Agreement (UPRR 1995B-Y) (the "*Lease Agreement*"), dated as of December 1, 1995, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Interstate Commerce Commission concurrently herewith pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (UPRR 1995B-Y) whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

[CORPORATE SEAL]

TOPEKA LOCOMOTIVE LEASE CO., LTD.

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December,  
1995.

[CORPORATE SEAL]

UNION PACIFIC RAILROAD COMPANY

By Mary S. Jones  
Name: **Mary S. Jones**  
Title: **Assistant Treasurer - Investor Relations  
Investment Management**

Executed on this 1<sup>st</sup> day of December,  
1995.

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of TOPEKA LOCOMOTIVE LEASE CO., LTD., that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on December \_\_, 1995 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

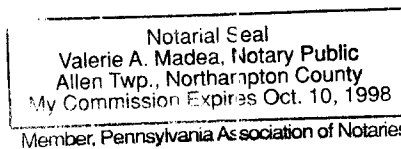
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF PA )  
 ) SS.:  
COUNTY OF Leligh )

On this, the 15<sup>th</sup> day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared Mary S. Jones, who being by me duly sworn, says that he is the Gen. Treas. of UNION PACIFIC RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on December 1, 1995 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Valerie A. Madea  
Name:  
Notary Public  
My Commission Expires:  
Residing in PA



**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric AC4400/6000 CW diesel electric locomotives	18	UP 7030 through UP 7047, inclusive